

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., et al.,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**NOTICE OF APPEARANCE AND  
REQUEST FOR SERVICE OF PAPERS**

**PLEASE TAKE NOTICE** that the undersigned counsel hereby appear, pursuant to Section 1109(b) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors (collectively, the “Debtors”) for and on behalf of Sunwarrior Ventures LLC d/b/a Sunwarrior LLC and Sun Brothers, LLC.

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

**PLEASE TAKE FURTHER NOTICE** that the undersigned counsel, on behalf of Growve, hereby request service of any and all notices given or required to be given in the Chapter 11 Cases, and all papers served or required to be served in the Chapter 11 Cases, including all adversary proceedings and other related cases and proceedings (collectively, “Related Proceedings”), and requests that the names and addresses of the undersigned counsel be added to all mailing matrices and service lists maintained in the Chapter 11 Cases. Service may be made and directed as follows:

**LOWENSTEIN SANDLER LLP**

Michael S. Etkin, Esq.  
Michael Papandrea, Esq.  
One Lowenstein Drive  
Roseland, New Jersey 07068  
Telephone: (973) 597-2500  
Facsimile: (973) 597-2333  
E-mail: [metkin@lowenstein.com](mailto:metkin@lowenstein.com)  
E-mail: [mpapandrea@lowenstein.com](mailto:mpapandrea@lowenstein.com)

*Counsel to Sunwarrior Ventures LLC d/b/a  
Sunwarrior LLC and Sun Brothers, LLC*

**CROSS & SIMON, LLC**

Christopher P. Simon, Esq.  
1105 North Market Street, Suite 901  
Wilmington, DE 19801  
Telephone: (302) 777-4200  
Facsimile: (302) 777-4224  
E-mail: [csimon@crosslaw.com](mailto:csimon@crosslaw.com)

*Co-Counsel to Sunwarrior Ventures LLC d/b/a  
Sunwarrior LLC and Sun Brothers, LLC*

**PLEASE TAKE FURTHER NOTICE** that this request for service includes not only the notices and papers referred to in the Bankruptcy Code, the Bankruptcy Rules, and the Federal Rules of Civil Procedure (wherever applicable), but also includes, without limitation, any notice, application, complaint, demand, motion, petition, pleading or request, whether formal or informal, written or oral, and whether transmitted or conveyed by mail, delivery, telephone, telegraph, telex, telecopier, email, or electronic filing or otherwise filed or made with regard to the Chapter 11 Cases or any Related Proceedings, and for the purposes of CM/ECF.

**PLEASE TAKE FURTHER NOTICE** that this Notice of Appearance and any subsequent appearance, pleading, claim, or suit made or filed by Sunwarrior Ventures LLC and Sun Brothers, LLC, does not, shall not, and shall not be deemed to:

- constitute a submission by Sunwarrior Ventures LLC and Sun Brothers, LLC to the jurisdiction of the Bankruptcy Court;
- constitute consent by Sunwarrior Ventures LLC and Sun Brothers, LLC to entry by the Bankruptcy Court of any final order in any non-core proceeding, which consent is hereby withheld unless, and solely to the extent, expressly granted in the future with respect to a specific proceeding; or
- waive any substantive or procedural rights of Sunwarrior Ventures LLC and Sun Brothers, LLC, including but not limited to (a) the right to challenge the constitutional authority of the Bankruptcy Court to enter a final order or judgment on any matter; (b) the right to have final orders in non-core matters entered only after de novo review by a United States District Court judge; (c) the right to trial by jury in any proceedings so triable herein, in any Related Proceedings, in the Litigation, or in any other case, controversy, or proceeding related to or arising from the Debtors, the Chapter 11 Cases, any Related Proceedings, or the Litigation; (d) the right to seek withdrawal of the bankruptcy reference by a United States District Court in any matter subject to mandatory or discretionary withdrawal; or (e) all other rights, claims, actions, arguments, counterarguments, defenses, setoffs, or recoupments to which Sunwarrior Ventures LLC and Sun Brothers, LLC are or may be entitled under agreements, at law, in equity, or otherwise, all of which rights, claims, actions, arguments, counterarguments, defenses, setoffs, and recoupments are expressly reserved, nor shall this request for notice be deemed to constitute consent to electronic service of any pleading or papers for which mailed or personal service is required under any applicable law, rule, regulation, or order.

Dated: November 21, 2024  
Wilmington, Delaware

**CROSS & SIMON, LLC**

/s/ Christopher P. Simon  
Christopher P. Simon (No. 3697)  
1105 North Market Street, Suite 901  
Wilmington, DE 19801  
Telephone: (302) 777-4200  
E-mail: [csimon@crosslaw.com](mailto:csimon@crosslaw.com)

- and -

**LOWENSTEIN SANDLER LLP**

Michael S. Etkin, Esq.  
Michael Papandrea, Esq.  
One Lowenstein Drive  
Roseland, New Jersey 07068  
Telephone: (973) 597-2500  
E-mail: [metkin@lowenstein.com](mailto:metkin@lowenstein.com)  
E-mail: [mpapandrea@lowenstein.com](mailto:mpapandrea@lowenstein.com)  
*Counsel to Sunwarrior Ventures LLC d/b/a  
Sunwarrior LLC and Sun Brothers, LLC*